dissenting), the act of 1901 applies to property acquired before that act as well as to that acquired after and therefore the appellee acquired no title. *Theresa Arnett et al.* v. *D. M. Reade* (1911), 31 Sup. Ct. 425.

The Territorial Court of New Mexico from which this case is appealed held that the husband had vested rights which would be taken away if the statute were allowed to apply to land previously acquired. A similar rule was announced in *Spreckels* v. *Spreckels,* 116 Cal. 339, 48 Pac. 228, 36 L. R. A. 497, 58 Am. St. Rep. 170, and under a somewhat similar statute though not concerning community property, in *Castlebury* v. *Maynard,* 95 N. C. 281. In *Peck* v. *Walton,* 26 Vt. 82, the court in considering a statute of the same general nature, also not regarding community property, reached the conclusion announced in the principal case. For a discussion of the constitutionality of an inheritance tax upon community property see 9 MICH. L. REV. 519.

CORPORATIONS—CRIMINAL RESPONSIBILITY—IMPUTATION OF INTENT AND KNOWLEDGE.—An employment officer of defendant, a railroad construction company, contracted with one Carney to furnish laborers for the company's camps. Carney and his associates and subordinates, in carrying out this contract, directly procured the importation and migration of contract alien laborers from Mexico into the United States. This was a misdemeanor under an act of Congress which further provided that "the persons, partnership, company or corporation * * * knowingly assisting, encouraging, or soliciting" such importation or migration, shall pay $1000 for each offense. 34 Stat. at L. 898; Fed. Stat. Ann. Supp. 1907, p. 96 (U. S. Comp. St. Supp. 1909, p. 447). The United States sued to recover $45,000 penalty under the act. Defendant denied all "knowledge, assent, or ratification" of the acts of Carney and his associates. *Held,* that "knowledge is the principal and indispensable ingredient in the offence;" that a corporation is capable of forming a guilty intent and * * * of having the knowledge necessary, provided the officers * * * capable of voicing the will of the corporation have such knowledge or intent; and that the question was properly submitted to the jury, under instructions, by the trial court. *Grant Bros. Const. Co.* v. *United States* (1911), — Ariz. —, 114 Pac. 955.

Notwithstanding the well known pronouncement, attributed to Lord HOLT, that "a corporation is not indictable" (Anon., 12 Mod. 559), and the decisions and *dicta* in support of that view to be found in ancient, and even in modern, books, it has long been settled that an indictment will lie against a corporation aggregate (*State* v. *Morris, etc., R. Co.,* 23 N. J. L. 360), for nonfeasance or for misfeasance (*Commonwealth* v. *Pulaski County, etc., Ass'n.,* 92 Ky. 197, 13 Ky. L. Rep. 468, 17 S. W. 442), and that no principle of law furnishes immunity to a corporation or "exemption from the consequences of unlawful and wrongful acts committed by their agents in pursuance of authority derived from them." *Commonwealth* v. *New Bedford Bridge,* 2 Gray 339. The rule is subject to some limitations as regards certain classes of crimes (*Commonwealth* v. *Bridge,* supra), and upon the question of specific intent (*People* v. *Rochester R., etc., Co.,* 195 N. Y. 102, 88 N. E. 22), but the case in question seems clearly within the rule respecting crimes in which

"the only intention required is an intention to do the prohibited act." A corporation is chargeable with an offense involving "this kind of intention, and may be properly convicted when, in its corporate capacity, and by direction of those controlling its corporate action, it does the prohibited act," the intention of the directors being imputed to the corporation itself. *United States* v. *Kelso,* 86 Fed. 304. When, and under what circumstances may intent and knowledge be imputed to a corporation, and the intent and knowledge of what persons may be so imputed? Generally speaking, the test is one of agency, and the principal will be held to constructive notice of facts acquired by an agent while transacting his principal's business. 2 THOMPSON, CORP., Ed. 2, § 1645. Thus, a corporation will be held to know what its president and other chief officers know. *Factors' &c. Ins. Co.* v. *Marine Dry Dock &c. Co.,* 31 La. Ann. 149. Notice to the president, of matters under his cognizance and control as its general agent, is notice to the corporation. *Smith* v. *Board of Water Commissioners,* 38 Conn. 208. Upon the same principle, notice to the cashier of an incorporated bank, he being its chief executive officer, is substantially notice to the bank. *Branch Bank* v. *Steele,* 10 Ala. 915. On the other hand it has been held that knowledge of special agents, subordinate officers, and the like, may be imputed to the corporation in so far, and only in so far, as such knowledge concerns the distinct and separate duties of such officers or agents. *Pittsburgh &c. R. Co.* v. *Ruby,* 38 Ind. 249, 10 Am. Rep. 111, *Goodloe* v. *Godley,* 13 Smedes & M. (Miss.) 233, 51 Am. Dec. 159. So also, notice to a mere stockholder is not to be considered constructive notice to the corporation. *Housatonic and Lee Banks* v. *Martin,* 1 Metc. 294. An important principle would seem to be that a corporation will be charged with knowledge of matters affecting it, when one of its officers has knowledge of facts which would put a prudent person upon inquiry as to those matters, (*Hager* v. *National German-Am. Bank,* 105 Ga. 116, 31, S. E. 141); and that there will be imputed to the corporation, at least in cases where rights of third parties are affected, knowledge of facts which the directors, in the exercise of ordinary diligence, ought to know. *Martin* v. *Webb,* 110 U. S. 7, 28 L. ed. 49, 3 Sup. Ct. 428. The rules of notice seem to support the Arizona court in that the question as to whether a corporation had notice of a particular matter is purely one of fact for the jury. 2 THOMPSON, CORP. Ed. 2, § 1681, 1682.

CORPORATIONS—DIVIDENDS—COMPULSORY DECLARATION.—The directors of the Prudential Insurance Company of America passed a resolution enacting that a large surplus fund should be assigned and apportioned between the deferred dividend policy holders and the stock holders, ninety per cent. to the policy holders and ten per cent. to the stock holders. It was further resolved that the surplus assigned and apportioned to the stock holders should not be declared as a dividend but should be added to the "contingency surplus" of the company, this surplus being designed "to meet liabilities which might arise from earthquakes, pestilence and other unforeseen and fortuitous circumstances." The stock holders filed a bill to compel the company to declare such a dividend out of the said surplus fund as would be sanctioned by a judicial inquiry into the affairs and assets of the corporation. *Held*: